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In the Office of the  
Secretary of State of Texas

JUL 12 1990

Corporations Section

ARTICLES OF INCORPORATION  
OF  
DIXIE SECURITY CORPORATION

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Texas Business Corporation Act (the "Act"), do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Dixie Security Corporation.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The corporation is organized for the purpose of the transaction of any or all lawful business for which corporations may be incorporated under the Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is one million (1,000,000) shares of common capital stock of the par value of One Dollar (\$1.00) each.

ARTICLE V

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of \$1,000.00, consisting of money, labor done or property actually received, which sum is not less than \$1,000.00.

ARTICLE VI

The right to cumulate votes in the election of directors, and/or cumulative voting by any shareholder is hereby expressly denied.

ARTICLE VII

No stockholder of this corporation shall, by reason of his holding shares of any class of stock of this corporation, have any preemptive or preferential right to purchase or subscribe for any shares of any class of stock of this corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying options, warrants or rights to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares or such notes, debentures, bonds or other securities would adversely affect the dividend or voting rights of any such shareholder, other than such rights, if any, as the Board of Directors, at its discretion, from time to time may grant, and at such price as the Board of Directors at its discretion may fix; and the Board of

Directors may issue shares of any class of stock of this corporation or any notes, debentures, bonds or other securities convertible into or carrying options, warrants or rights to purchase shares of any class without offering any such shares of any class or such notes, debentures, bonds or other securities either in whole or in part to the existing shareholders of any class.

#### ARTICLE VIII

The address of its initial registered office is Jenkins & Gilchrist, P.C., Suite 3200, 1445 Ross Avenue, Dallas, Texas 75202-2711, and the name of its initial registered agent at such address is Henry Gilchrist.

#### ARTICLE IX

The number of directors constituting the initial Board of Directors is four (4), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
George A. Peterkin, Jr.	1775 St. James Place Suite 300 Houston, TX 77056
J. H. Pyne	1775 St. James Place Suite 300 Houston, TX 77056

R. H. Dale, Jr.

1775 St. James Place  
Suite 300  
Houston, TX 77056

Brian K. Harrington

1775 St. James Place  
Suite 300  
Houston, TX 77056

The exact number of directors shall be fixed from time to time in the manner provided in the Bylaws of the Corporation.

The Board of Directors shall have the power to alter, amend or repeal the Bylaws of the corporation or to adopt new Bylaws.

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Henry Gilchrist	1445 Ross Avenue Suite 3200 Dallas, TX 75202-2711

#### ARTICLE X

The corporation shall indemnify persons for whom indemnification is permitted by Article 2.02-1 of the Act to the fullest extent permissible under Article 2.02-1 of the Act, and may purchase such indemnification insurance as the Board of Directors from time to time shall determine.

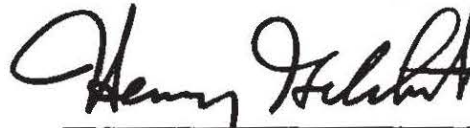
#### ARTICLE XI

No director of the corporation shall be liable to the corporation or its shareholders or members for monetary damages for an act or omission in the director's capacity as director, except as otherwise provided by statute.

ARTICLE XII

No contract or other transaction between this corporation and any person, firm, association or corporation and no act of this corporation shall, in the absence of fraud, be invalidated or in any way affected by the fact that any of the directors of this corporation is pecuniarily or otherwise interested, directly or indirectly, in such contract, transaction or act, or is related to or interested in such person, firm, association or corporation as a director, stockholder, officer, employee, member of otherwise. Any director so interested or related who is present at any meeting of the Board of Directors or committee of directors at which action on any such contract, transaction or act is taken may be counted in determining the presence of a quorum at such meeting and the vote at such meeting of any such director may be counted in determining the approval of any such contract, transaction or act. No director so interested or related shall, because of such interest or relationship, be disqualified from holding his office or be liable to the corporation or to any stockholder or creditor thereof for any loss incurred by this corporation under or by reason of such contract, transaction or act, or be accountable for any gains or profits he may have realized therein.

IN WITNESS WHEREOF, I have hereunto set my hand, this 11th day of July, 1990.



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Henry Gilchrist

## DISCLAIMER

I, the undersigned, being the incorporator of Dixie Security Corporation, a corporation, filed with the Secretary of State of the State of Texas, do hereby disclaim any and all interests in said corporation.

  
Henry Gilchrist